

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

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SAMUEL TROICE, HORACIO MENDEZ, :
ANNALISA MENDEZ, and :
PUNGA PUNGA FINANCIAL, LTD., :
individually and on behalf of all others :
similarly situated, :
Plaintiffs, :
- against - : Civil Action No. 3:09-cv-01600-N
: Hon. David C. Godbey
PROSKAUER ROSE, LLP, :
THOMAS V. SJOBLOM, :
P. MAURICIO ALVARADO, and :
CHADBOURNE & PARK, LLP, :
Defendants. :
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**DECLARATION OF JAMES P. ROUHANDEH IN SUPPORT OF
DEFENDANT PROSKAUER ROSE LLP'S MOTION TO DISMISS
PLAINTIFFS' SECOND AMENDED CLASS ACTION COMPLAINT**

JAMES P. ROUHANDEH, pursuant to 28 U.S.C. § 1746, declares that the following is true and correct:

I am a member of the bar of the State of New York and a member of the firm Davis Polk & Wardwell LLP, attorneys for defendant Proskauer Rose LLP ("Proskauer") in this action. I have been admitted to this Court *pro hac vice*. I submit this declaration in support of Proskauer's Motion to Dismiss Plaintiffs' Second Amended Class Action Complaint (the "complaint"). I submit this declaration based on my personal knowledge.

1. Attached hereto as Exhibit 1 is a true and correct copy of the Declaration of James R. Scarazzo with attached documents. The Scarazzo declaration was originally

filed in this Court by the U.S. Securities and Exchange Commission (“SEC”) as exhibit 8 to its Supplemental Appendix in Support of Application for Preliminary Injunction and Other Emergency Relief, in SEC v. Stanford International Bank, Ltd. (the “SEC Action”), 3:09-cv-0298-N (N.D. Tex. Mar. 11, 2009). The Scarazzo Declaration appears as document number 142-9 on the SEC Action docket.

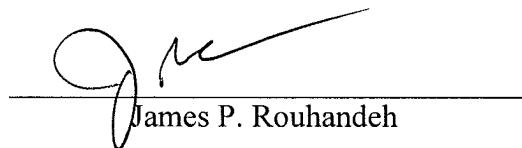
2. Attached hereto as Exhibit 2 is a true and correct copy of an e-mail sent by defendant Thomas V. Sjoblom to Mauricio Alvarado on January 24, 2009. Excerpts from this e-mail are quoted in paragraph 77 of the complaint.

3. Attached hereto as Exhibit 3 is a true and correct copy of the Financial Industry Regulatory Authority (“FINRA”) BrokerCheck Report entitled “Stanford Group Company,” which was retrieved from the FINRA website on September 30, 2009, at the following URL: <http://brokercheck.finra.org/Firm/FirmSummary.aspx?SearchGroup=Firm&FirmKey=39285&BrokerKey=-1&IndvlCtgry=-1>. This report may be accessed directly from the FINRA website by searching for the brokerage firm named “Stanford Group Company” at the following URL:

<http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/index.htm>.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: December 11, 2009
New York, New York



James P. Rouhandeh